

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Richmond Division

IN RE:)	Bankruptcy No. Case No. 08-35653-KRH
)
CIRCUIT CITY STORES, INC., et al.)	CHAPTER 11
)
Debtors.)	Jointly Administered
_____)	
)
UNITED STATES OF AMERICA,)	
on behalf of Its agency the U.S. Department)	
of Commerce, National Telecommunications)	
Information Administration,)	Contested Matter
)
Movant,)	
)
v.)	
)
CIRCUIT CITY STORES, INC.,)	
)
Respondent.)	

ORDER GRANTING UNITED STATES' MOTION FOR COURT APPROVAL
OF RECOUPMENT

Upon consideration of the "United States' Motion for Court Approval of Recoupment, and Memorandum in Support Thereof" (the "Motion") filed on May 29, 2009, and

IT APPEARING that the debtors and debtors in possession in the above-captioned cases (the "Debtors") agree to the relief requested in the Motion; and

IT FURTHER APPEARING that no party has filed any response to the Motion or stated any objection to the granting of the relief requested in the Motion after proper notice and a copy of the Motion were served on all those parties as required by the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management and Administrative Procedures (entered on November 13, 2008 at Docket No. 130) (the "Case Management Order"), and

IT FURTHER APPEARING that good cause exists for the granting of the Motion, it is hereby:

ORDERED that the Motion is GRANTED; it is further

ORDERED that the exercise of its right of recoupment by the National Telecommunications Information Administration (“NTIA”) is hereby APPROVED, and NTIA is authorized to recoup the sum of \$347,879.80 (consisting of the amount of \$334,720.00 in Returned CECB Settlements for which currently a credit is owed to the U.S. Treasury under the Retailer Agreement and Returns Addendum in the amount of \$334,720.00, and \$13,159.80 for which the United States Treasury previously took a credit against coupon reimbursements owing to the debtor); it is further

ORDERED that, except for the recoupment rights set forth in the preceding paragraph, the Debtors and NTIA reserve any and all legal and equitable rights, remedies, defenses, actions and arguments with respect to any other rights, claims or causes of action asserted by the other and the Debtors and NTIA further reserve any and all equitable rights, claims or causes of action (known or unknown) that they may have against one another consistent with bankruptcy law and the proceedings in this case; and it is further

ORDERED that all parties shall bear their respective costs and fees, including any possible attorney’s fees or other expenses of litigation; and it is further

ORDERED that the Clerk is directed to serve a copy of this Order electronically on all registered users of the ECF system that have filed notices of appearance in this matter, and by U.S. Mail, first class, postage prepaid on any non-ECF registered users entitled to notice.

DATED this ____day of August, 2009.

KEVIN R. HUENNEKINS, Judge
United States Bankruptcy Court

WE ASK FOR THIS:

DANA J. BOENTE
UNITED STATES ATTORNEY

By: /s/Robert P. McIntosh
Robert P. McIntosh
Assistant United States Attorney
Counsel for the United States

SEEN AND AGREED:

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP
Chris L. Dickerson, Esq.
155 North Wacker Drive
Chicago, Illinois 60606-7120
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley (by Robert P. McIntosh w/ permission based on email)
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I hereby certify that on August __4__, 2009, a true and correct copy of the foregoing proposed ORDER GRANTING UNITED STATES' MOTION FOR COURT APPROVAL OF RECOUPMENT was attached to a Certificate of Service filed with the Bankruptcy Court, which in turn will serve a copy of the proposed Order on all parties who have requested ECF notification.

It is further certified that service of the foregoing has been made this __4__ day of August by placing a true and correct copy in the United States mail, first class, postage prepaid, on the following:

Daniel F. Blanks, Esq.
Douglas M. Foley, Esq.
McGuire Woods LLP
9000 World Trade Center
101 W. Main Street
Norfolk, Virginia 23510
Counsel for Debtor

Dion W. Hayes, Esq.
Joseph S. Sheerin, Esq.
Sarah Becket Boehm, Esq.
McGuire Woods LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219
Counsel for Debtor

Greg M. Galardi, Esq.
Ian S. Fredericks, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
One Rodney Square
P.O. Box 636 Wilmington, Delaware 19899-0636
Counsel for Debtor

Chris L. Dickerson, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
333 West Wacker Drive Chicago, Illinois 60606
Counsel for Debtor

Lynn L. Tavenner, Esq.
Paula S. Beran, Esq.
Tavenner & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, Virginia 23219
Co-counsel for Official Committee of Unsecured Creditors

Jeffrey N. Pomerantz, Esq.
Brad R. Godshall, Esq.
Pachulski Stang Ziehl & Jones LLP
10100 Santa Monica Boulevard, 11th Floor
Los Angeles, CA 90067-4100
Counsel for Official Committee of Unsecured Creditors

Robert J. Feinstein, Esq.
Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 36th Floor
New York, New York 10017-2024
Counsel for Official Committee of Unsecured Creditors

Robert B. Van Arsdale, Esq.
Office of the U. S. Trustee
701 E. Broad St., Suite 4304
Richmond, Virginia 23219
Counsel for U.S. Trustee

Bruce H. Besanko
9950 Mayland Drive
Richmond, VA 23233

I certify based on the foregoing that the proposed Order has been served upon all necessary parties and/or endorsed by necessary parties.

/s/Robert P. McIntosh
Robert P. McIntosh
Assistant U.S. Attorney